

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

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OF COUNSEL
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1-329A004

#16

November 25, 1991

RECORDATION NO. 17188-B 17188 B
FILED 1425
NOV 25 1991 -11 32 AM
INTERSTATE COMMERCE COMMISSION
NOTOR OFFICE UNIT

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of an Amendment to Loan and Security Agreement dated November 22, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Loan and Security Agreement dated December 27, 1990, which was recorded with the Commission on January 7, 1991 under Recordation Number 17188.

The names and addresses of the parties to the enclosed document are:

Borrower: GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Lender: Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015

A description of the railroad equipment covered by the enclosed document is set forth in the Amendment.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.


Counterparts - C.T. Kappler

Mr. Sidney L. Strickland, Jr.
November 25, 1991
Page Two

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment to Loan and Security Agreement dated November 22, 1991 covering 4 railcars each to be added and to be deleted bearing GWIX marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

11/25/91

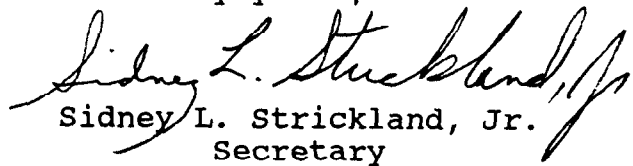
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord And Alvord
200 World Center Building
918 Sixteenth Street, N.W.
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/25/91 at 11:35AM , and assigned recordation number(s). 17188-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 17188-B
FED. RES.

NOV 25 1991 - 11 22 AM

AMENDMENT TO LOAN AND SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

This amends the Loan and Security Agreement dated December 27, 1990, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 17188, and as amended on June 28, 1991 and recorded as on July 1, 1991, Recordation No. 17188-A, as permitted in Section A.1(1) of the Loan and Security Agreement (to amend Exhibit B attached to the Agreement and made part thereof by adding the following Railcars as indicated below which will be subject to all terms and conditions of the Loan and Security Agreement and by deleting the following Railcars as indicated below which will no longer be subject to the term and conditions of the Loan and Security Agreement.)

Exhibit A

CAR TYPE:100-TON 4,750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
-----	-----	-----	-----	-----	-----	-----
Railcars to be added:						
GWIX	10018	12/78	GWIX	10019	Akzo 1978	Akzo '#2'
GWIX	10030	12/78	GWIX	10031	Akzo 1978	Akzo '#2'
GWIX	10123	12/78	GWIX	10124	Akzo 1978	Akzo '#2'
GWIX	10172	12/78	GWIX	10173	Akzo 1978	Akzo '#2'
Railcars to be deleted:						
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10174	12/78	GWIX	10175	Akzo 1978	Akzo '#2'

The parties agree to this Amendment to the Loan and Security Agreement. Except as amended herein the Loan Security Agreement referenced herein remains unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Loan and Security Agreement this 22nd day of November, 1991.

GWI LEASING CORPORATION

BY: [Signature]
TITLE: Treasurer

DEUTSCHE CREDIT CORPORATION

BY: _____
TITLE: _____

STATE of CT)
COUNTY of FAIRFIELD)

On this 22 day of November, 1991, before me personally appeared Mark W. Hastings to me personally known, who being duly sworn, says that he is the Treasurer of GWI LEASING CORPORATION that said instrument was signed on behalf of said corporation by the authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mark W. Hastings
Notary Public

(SEAL)

My commission expires:

My Commission Expires Mar 31, 1995

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GWIX	10172	12/78	GWIX	10173	Akzo 1978	Akzo '#2'

Railcars to be deleted:

GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
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GWI LEASING CORPORATION

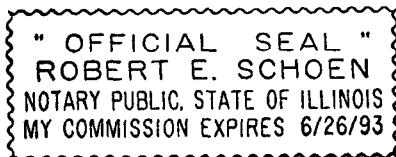
BY: _____
TITLE: Treasurer

DEUTSCHE CREDIT CORPORATION
BY: [Signature]
TITLE: SVP, CFO & Treasurer

[Signature]
SVP/SCO

STATE OF ILLINOIS)
COUNTY OF LAKE)ss
)

On this 22d day of November, 1991, before me personally appeared James S. Poor and Gunther Wagnery, Hoff to me personally known, who being by me duly sworn say that they are the SVP, CFO & TREAS. and SVP & SCO, of Deutsche Credit Corporation respectively, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public